

MARSHALL, GERSTEIN & BORUN LLP
ATTORNEYS AT LAW
6300 SEARS TOWER
233 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-6357
(312) 474-6300
FAX: (312) 474-0448

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FACSIMILE TRANSMISSION SHEET

TO: Tam M. Nguyen

USPTO

+1 (571) 273-4979

FROM: Andrew M. Lawrence

RE:

PAGES (INCLUDING THIS PAGE): 7

Pursuant to our conversation of today, March 24, 2005, attached is "Proposed Amendment C".

We look forward to discussing this with you in due course. Thank you for your assistance.

If you do not receive all pages of this fax in good condition, please contact Amy Gawlik at (312) 474-6300.

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